

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (SCC)
	:
Debtors.	: (Jointly Administered)
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**SUPPLEMENTAL ORDER GRANTING THREE HUNDRED NINETY-FOURTH
OMNIBUS OBJECTION TO CLAIMS (VALUED DERIVATIVE CLAIMS)**

Upon the Three Hundred Ninety-Fourth omnibus objection to claims, dated February 15, 2013 (the “Three Hundred Ninety-Fourth Omnibus Objection to Claims”),¹ of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), pursuant to section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim [ECF No. 6664] (the “Procedures Order”), seeking to reduce, reclassify (in certain instances), and allow the Valued Derivative Claims on the basis that the amounts listed on the proofs of claim are greater than the fair, accurate, and reasonable values determined by the Debtors after a review of the claimants’ supporting documentation and the Debtors’ books and records, and that the classifications (in certain instances) are improperly identified as secured, administrative expenses or priority claims on claimants’ proofs of claim, all as more fully described in the Three Hundred Ninety-Fourth Omnibus Objection to Claims; and due and proper notice of the Three Hundred Ninety-Fourth

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Three Hundred Ninety-Fourth Omnibus Objection to Claims.

Omnibus Objection to Claims having been provided to (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) the claimants listed on Exhibit A attached to the Three Hundred Ninety-Fourth Omnibus Objection to Claims; and (vii) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010 governing case management and administrative procedures for these cases [ECF No. 9635]; and it appearing that no other or further notice need be provided; and upon the resolution of the Response of Golden State Tobacco Securitization Corporation [ECF No. 35918]; and the Court having found and determined that the relief sought in the Three Hundred Ninety-Fourth Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Three Hundred Ninety-Fourth Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the relief requested in the Three Hundred Ninety-Fourth Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that each Valued Derivative Claim listed on Exhibit 1 annexed hereto is hereby modified and allowed in the amount set forth on Exhibit 1 in the row entitled "Claim as Modified" and any asserted amount in excess of the modified amount are disallowed; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object and defend on any

basis are expressly reserved with respect to any claim listed on Exhibit A to the Three Hundred Ninety-Fourth Omnibus Objection to Claims that does not appear on Exhibit 1 annexed hereto; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: April 24, 2014
New York, New York

/s/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

OMNIBUS OBJECTION 394: EXHIBIT 1 - VALUED DERIVATIVE CLAIMS

NAME	CLAIM #	FILED DATE	DEBTOR NAME	AMOUNTS				
				ADMINIS- TRATIVE	SECURED	PRIORITY	UNSECURED	EQUITY TOTAL
1 GOLDEN STATE TOBACCO SECURITIZATION CORPORATION	67684	10/12/11	Lehman Brothers Special Financing Inc.				\$49,272,660.68	\$49,272,660.68*
			TOTAL ASSERTED AMOUNT				\$26,642,400.00	\$26,642,400.00
			CLAIM AS MODIFIED					
2 GOLDEN STATE TOBACCO SECURITIZATION CORPORATION	67685	10/12/11	Lehman Brothers Holdings Inc.				\$49,272,660.68	\$49,272,660.68*
			TOTAL ASSERTED AMOUNT				\$26,642,400.00	\$26,642,400.00
			CLAIM AS MODIFIED					
3 GOLDEN STATE TOBACCO SECURITIZATION CORPORATION	67686	10/12/11	Lehman Brothers Holdings Inc.				\$139,349,138.58	\$139,349,138.58*
			TOTAL ASSERTED AMOUNT				\$75,357,600.00	\$75,357,600.00
			CLAIM AS MODIFIED					
4 GOLDEN STATE TOBACCO SECURITIZATION CORPORATION	67687	10/12/11	Lehman Brothers Special Financing Inc.				\$139,349,138.58	\$139,349,138.58*
			TOTAL ASSERTED AMOUNT				\$75,357,600.00	\$75,357,600.00
			CLAIM AS MODIFIED					
			TOTAL ASSERTED	\$0.00	\$0.00	\$0.00	\$377,243,598.52	\$377,243,598.52
			TOTAL NOT SUBJECT TO OBJECTION	0.00	0.00	0.00	0.00	0.00
			TOTAL SUBJECT TO OBJECTION	0.00	0.00	0.00	\$377,243,598.52	\$377,243,598.52
			TOTAL CLAIM AS MODIFIED	\$0.00	\$0.00	\$0.00	\$204,000,000.00	\$204,000,000.00

* - Indicates claim contains unliquidated and/or undetermined amounts